



16th

Annual Report
2009-2010

Upsurge Investment & Finance Limited



REGISTERED OFFICE

Office No. 303, Morya Landmark I,
Behind Crystal Plaza, Off New Link road,
Andheri (West), Mumbai-400 053

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Upsurge Investment & Finance Ltd.

REPORT OF THE DIRECTORS' AND MANAGEMENT DISCUSSION ANALYSIS

To
The Members,

Your Directors have pleasure in presenting the SIXTEENTH Annual Report of the Company together with the Audited Accounts for the Financial Year ended 31st March 2010.

FINANCIAL RESULTS

Financial results of the company during the year vis-à-vis previous year are as follows: -

(Rs. In Lacs)

	Year Ended 31.03.2010	Year Ended 31.03.2009
Total Income	2061.27	426.14
Profit / (loss) before Depreciation and Tax	11.58	(49.33)
Less: Depreciation	3.52	3.42
Profit / (loss) before Tax	8.06	(52.75)
Less: Provision for Income Tax & FBT	Nil	0.54
Profit / (loss) after Tax	8.06	(53.29)
Balance brought forward from previous years	(61.66)	(8.38)
Transfer to Statutory Reserve	1.61	-
Balance carried to Balance Sheet	(55.21)	(61.66)

DIVIDEND

In view of insufficient profit, the directors do not recommend any dividend for the year ended 31st March, 2010.

PERFORMANCE

Fiscal 2010 has been a year of renewal of confidence and optimism in the Indian Economy, as it has rebounded strongly from the impact of the global financial crisis and demonstrated its inherent strength and growth potential. India's resilience has been admirable as it demonstrated that a domestic consumption driven economy is more immune to the vagaries of global uncertainties.

Looking at the performance for the year, the profit after tax has increased to Rs. 8.06 lacs in 2010 against Loss of Rs.52.75 lacs in the last year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. INDUSTRY STRUCTURE & DEVELOPMENT

The Indian Financial Industry has weathered the credit crisis better than in most economies. It has benefited from the prudence of its policy makers. Reforms and continuous strengthening of the regulatory environment has greatly improved the efficiency and transparency in the Capital Markets. The financial services industry has been stable with strong prospects.

The financial year 2009-10 was an outstanding one for the Indian equity markets. The Sensex rallied 77% and the Nifty surged 72%. Foreign Institutional Investors came back in droves, pumping approximately USD 25 billion into India's Cash Market. India, as a result was one of the best performing equity markets globally. Two major events aided the performance the recovery in global markets resulting from the stimulus packages and the establishment of a stable government in India after the Lok Sabha Elections in May 2009.



Upsurge Investment & Finance Ltd.

B. OPPORTUNITIES & THREATS

Opportunities:

- High rate of Saving
- Rising Income Level
- High rate of Capital Formation
- Highly Skilled Human Capital
- Growing Awareness for Financial planning

Threats/concerns for the markets are:

- Unfavorable Change in Economic Conditions
- Rising Inflation
- Continued dependence and a slowdown in global liquidity flows
- Increased intensity of market competition

C. RISKS AND CONCERNS

Your company's performance to a large extent depends upon scenario of the capital markets, finance scenario, RBI policies, industry performance and the general economic outlook of the country. The volatility in the stock Market, rate of interest and GDP would affect the profitability of the company.

D. OUTLOOK

Your Directors are of the opinion that worse is over and revival is eminent globally, though slow. The Company will be able to sustain income and profit in current year. The Management is making all out efforts to enter into new field such as wealth management, PMS, etc.

E. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Company has a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets, and that the transactions are authorized, recorded and reported correctly.

The audit committee of the Board of Directors reviews the adequacy of internal controls.

F. HUMAN RESOURCES

Your company continues to lay great stress on its most valuable resource "People". The team has remained as committed as ever and produced results that are considered significant.

G. CAUTIONARY NOTE

Certain statements in the "Management Discussion and Analysis" section may be forward looking and are stated as required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors' envisage in terms of future performance and outlook.

CORPORATE GOVERNANCE

As a Listed Company, necessary measures are taken to comply with the Listing Agreements with the Stock Exchanges. A report on the Corporate Governance together with a certificate of compliance from the Auditors, forms part of this report.

PUBLIC DEPOSITS

The company has not accepted any deposits within the meaning of Section 58A of Companies Act, 1956 and/or rules framed there under.

DIRECTORS

Shri B.K.Goyal retire by rotation in accordance with the provision of the Companies Act, 1956 and the Articles of Association of the Company and being eligible, offer himself for re-appointment.



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DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of annual accounts for the financial year ended 31st March, 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit of the company for the year under review;
- That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the directors have prepared the accounts for the financial year ended 31st March 2010 on a 'going concern' basis.

STATUTORY AUDITORS

M/s Bansal, Bansal & Co., Chartered Accountants Auditors of the company, retire from the office of the Auditors at the ensuing Annual General Meeting and being eligible have given a certificate in accordance with the provisions of section 224 (1-B) of the Companies Act, 1956. The Board recommends the re-appointment of M/s. Bansal, Bansal & Co., Chartered Accountants as the Auditors.

PARTICULARS OF EMPLOYEES

There is no employee covered pursuant to Section 217(2A) of the companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities are being carried on by the Company, Rules 2A and 2B of the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and research and development and technology absorption respectively are not applicable to the Company

FOREIGN EXCHANGE EARNING AND OUTGO

Earnings : Nil Outgo : Nil

ACKNOWLEDGEMENT

The Directors takes this opportunity to thanks all its colleagues at Upsurge Investment & Finance Ltd. for their professionalism and dedication to the task at hand. The board also wishes to place on record its appreciation for valuable support given by the Bankers, Clients and Shareholders.

For and on behalf of the Board of Directors

D.K. Goyal
Managing Director

Mumbai 4th August 2010



Upsurge Investment & Finance Ltd.

REPORT ON CORPORATE GOVERNANCE

PHILOSOPHY ON CORPORATE GOVERNANCE CODE

Your Company is committed to the principles of good business practices, transparency in its dealing, compliance of law, adherence to ethical standards and to have a better rapport with the client and shareholders. Above all your company has always endeavored to maximize the shareholders value and to protect the interest of stakeholders.

BOARD OF DIRECTORS

a) Composition:-

The Board of the Company consists of optimum combination of Executive, Non Executive-Independent Director, which is in conformity with the requirement of Clause 49 of the Listing Agreement with Stock Exchanges.

The Company has four directors with an Executive Chairman. The number of Independent Non-Executive Directors (NED's) is more than 50% of the total number of Directors. As table shows the company is in compliance with the guidelines.

b) Non Executive Directors Compensation:-

The Company currently does not pay any compensation and sitting fees to Non Executive Directors.

c) Board Procedures:-

The Board met 6 times during the year 2009 - 2010, on 20th April 2009, 27th July 2009, 28th August 2009, 11th September 2009, 30th October 2009, and 29th January 2010.

d) Attendance Record of Directors:-

Table: - Composition of the Board and attendance record of Directors for 2009-10.

Name of Director	Category	Meetings Attended	Whether attended Last AGM
D.K. Goyal	Managing Director, Executive	6	Yes
B.K.Goyal	Non Executive, Non Independent	4	Yes
Dinesh Vijayvergia	Non Executive, Independent	5	Yes
Pradeep Jain Upto 27-07-2009	Non Executive, Independent	2	No
Hansraj Goyal w.e.f.27-07-2010	Non Executive, Independent	5	Yes

e) Information Supplied to the Board:-

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the company to discharge its responsibility effectively and take informed decision. Where it is not practicable to attach or send the relevant information, the same are tabled at the meeting or / and the presentations are made by the concerned manager to the Board.

The information as specified in Annexure 1A to Clause 49 of the Listing Agreement is regularly made available to the Board, whenever applicable, for discussion and consideration.



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f) Directorships and Membership of Board Committee

None of the Directors are Director and member of Board Committee in other public limited companies. And neither members in more than 10 committees, nor a chairman in more than 5 committees across all Companies in which he was a Director.

Notes: Private limited Companies, foreign companies and companies under section 25 of the Companies Act 1956 are excluded for above purposes. Only Audit committee and shareholders grievances committee are consider for the purpose of committee positions as per Listing Agreement.

g) Review of Legal Compliance Reports:-

During the year, the Board periodically reviewed compliance report with respect to the various laws applicable to the company, as prepared and placed before it by the management.

AUDIT COMMITTEE

a) Constitution and Composition

The Audit committee is constituted in accordance with various requirements under the Companies Act, 1956 and Clause 49 of the Listing Agreement. The present Audit Committee consists of the following Directors,

Mr. Hansraj Goyal (w.e.f. 27-07-09)	- Chairman, Independent, Non Executive
Mr. D.K. Goyal	- Member, Non Independent, Executive
Mr. Pradeep Jain (upto 27-07-09)	- Member, Independent, Non Executive
Mr. Dinesh Vijayvergia	- Member, Independent, Non Executive

Two members of the Audit Committee are Independent Non Executive Directors and all directors are financially literate.

During the financial year 2009-10, five (5) Audit Committee meetings were held as under- 20th April 2009, 27th July 2009, 28th August 2009, 30th October 2009, and 29th January 2010.

Mr. D.K.Goyal and Mr. Dinesh Vijayvergia have attended all the five meetings, whereas Mr. Pradeep Jain has attended only two meetings and Mr. Hansraj Goyal has attended only four meetings.

Mr. Hansraj Goyal has been appointed as Chairman of Audit Committee w.e.f 27-07-2009 in place of Mr. Dinesh Vijayvergia. However Mr. Dinesh Vijayvergia will continue to be a member of the Audit Committee.

b) Power & Terms of Reference:-

The Power and Terms of Reference of the Audit Committee are mentioned in Clause 49II(C), (D) & (E) of the Listing Agreement entered into with Stock Exchanges and includes overseeing the Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function and to discuss significant internal audit findings, statutory compliance issue and issues related to risk management and compliances. The Director-Finance and the Statutory Auditors are invited to the meeting.

SUBSIDIARY COMPANIES

The Company does not have any non listed Indian Subsidiary company in terms of Clause 49 (III) of the Listing Agreement.



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REMUNERATION COMMITTEE

a) Brief description of terms of reference

- 1) To recommend to the Board salary, perquisites and commission to be paid to the Company's Managing/Whole-time directors,
- 2) To finalise the perquisites package within the overall ceiling fixed by the Board.

b) Composition

The constitution of the Remuneration Committee is as follows:

Mr. Dinesh Vijayvergia	- Chairman, Independent, Non-Executive
Mr. B.K.Goyal	- Member, Non Independent, Non Executive
Mr. Pradeep Jain (upto 27-07-09)	- Member, Independent, Non Executive
Mr.Hansraj Goyal (w.e.f. 27-07-09)	- Member, Non Independent, Non Executive

c) Meetings and attendance

During the financial year ended 31st March, 2010, no Remuneration Committee Meeting was held since the need for any reference to such committee did not arise during the said financial year.

d) Remuneration policy

The Remuneration Committee has been constituted to recommend/review the remuneration package of the Managing /Whole time directors.

e) Remuneration to Managing Director and Whole Time Directors.

Payment of remuneration to Managing / Whole time Directors is governed by the respective Agreements executed between them and the Company. The remuneration package of Managing Director and Whole-time Director comprises of salary, perquisites and allowances.

Presently, the Company does not have any Stock Option Plan or Performance Linked Incentives for its Directors.

Details of Remuneration to Managing and Whole-Time Director for the Year Ended 31.3.2010

Name	Salary (Rs.)	Perquisites (Rs.)
Mr. D.K.Goyal (Managing Director)	4,20,000/-	Nil

Period of Contract of Managing Director: 5 years from 29th July, 2007.

The Contract may be terminated by either party giving the other party one-month's notice in Writing.

Severance Fees – Nil

SHARE TRANSFER AND SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE.

The Company has constituted the shareholders/Investors grievance committee comprising of Shri B.K.Goyal, Shri Hansraj Goyal & Shri Dinesh Vijayvergia. The Company has authorized Directors and Manager / officer, severally to approve the share transfers.

Mr. Piyush Parmar is the Compliance officer of the company.

There were no investor's complaints during the year 2009-10.



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FINANCE COMMITTEE

The Board of Directors of the Company has constituted the finance committee to make recommendations to the Board relating to capital structure and the issuance of securities, guarantees, banking arrangement and cash management, review and approve certain short-term and long term investment and other financial transaction.

The finance committee meets as and when the need to consider any matter assigned to it arises. Time schedule for holding the meetings of the finance committee is finalized in consultation with the committee Members.

GENERAL BODY MEETING

The Last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2006-2007	Office No.9, 3 rd Floor, 7/10, Botawala Building, Horniman Circle, Fort, Mumbai – 400 001	18 th Sept, 2007	10 A.M.
2007-2008	Office No.9, 3 rd Floor, 7/10, Botawala Building, Horniman Circle, Fort, Mumbai – 400 001	24 th Sept, 2008	10 A.M.
2008-2009	Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, New Link Road, Andheri (west), Mumbai- 400 053	29 th Sept, 2009	10 A.M.

Following special resolutions were passed in the last three Annual General Meetings.

Sr. No.	Date of Meeting	Description of Resolution
1.	18 th September 2007	Re-appointment of Managing Director

During the year ended 31st March 2010, there have been no resolutions passed by the Company's shareholders by postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal ballot.

DISCLOSURES

(i) Related Party Transactions

During the year, there were no transactions of material nature with Directors or management or their subsidiaries or relatives that had potential conflict with the interest of the company. Detail of related party transactions as laid down under AS-18 Issued by The Institute of Chartered Accountants of India are given in Notes on Accounts in Schedule 'P' forming part of Balance Sheet.

(ii) Statutory compliance, penalties and strictures:

The Company has complied with the requirements of the Stock Exchange/SEBI and/or Statutory Authority on all matters related to capital markets during last three years. There are no penalties or strictures imposed on the company by the Stock Exchanges or SEBI or any authorities relating to the above.

(iii) Whistle Blower Policy

The Company does not have a Whistle Blower Policy at present, since all personnel of the Company have access to the Audit Committee.

(iv) (a) Compliance with mandatory requirements:

The Company has complied with the mandatory requirements of the code of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock



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Exchanges. The Company has also complied with the requirements of amended clause 49 after it came into force as detailed below.

- Related party transactions: The details of all transactions with related parties are placed before the Audit Committee periodically.
- The preparation of final statement: the company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable to the Company.
- Disclosures on Risk Management: The Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures, which is subject to review by the management and is required to be placed to the Board on an annual basis.
- CEO\CFO Certification: A certificate from Managing Director and Acting Chief Financial Officer of the Company, on the financial statements of the Company was placed before the Board.
- Declaration of Compliance with the Code of Conduct: All the Directors and senior management personnel have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors. A declaration to this effect signed by the Managing Director of the Company is given elsewhere in the report.

(b) Compliance with Non – Mandatory Requirements:

(1) The Board

The Chairman has been provided office in the Company's Office. However, no expenses are reimbursed.

(2) Remuneration Committee:

The Company already has a Remuneration Committee with terms of reference mentioned above. It comprises wholly of Independent Director Including Chairman.

(3) Shareholders Rights:

The Company's results are available on web site www.sebi.edifar.nic. A half-yearly declaration of financial performance including summary of the significant events is presently not being sent to shareholders.

(4) Training of Board Members:

Presently the Company does not have such a training programme.

(5) Mechanism for evaluating non- executive Board Members:

Presently the Company does not have such a mechanism as contemplated for evaluation the performance of Non- Executive Board Members.

(6) Whistle Blower Policy:

Presently the Company does not have a Whistle Blower Policy.

MEANS OF COMMUNICATIONS

The Company has promptly reported all material information including Quarterly Results and press releases to the Stock Exchanges where the Company's securities are listed. The Quarterly results were communicated to the shareholders by way of advertisement in a national daily and in a vernacular language newspaper.



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1.	Annual General Meeting		
	Date and Time	:	6 th September 2010 at 10 a.m.
	Venue	:	Kailash Parbat, 7A/8A, A Wing, Crystal Plaza, New Link Road, Andheri (west), Mumbai- 400 053
2.	Financial Calendar 2010-2011 (tentative)		
	Results for the quarter ending 30 th June, 2010	:	4 th August 2010
	Results for the quarter ending 30 th Sept, 2010	:	Last week of October 2010
	Results for the quarter ending 31 st Dec, 2010	:	Last week of January 2011
	Results for the quarter ending 31 st March, 2011	:	Last week of April 2011
3.	Book Closure date	:	Wednesday 1 st September 2010 to Monday 6 th September 2010
4.	Dividend Payment date	:	The Company has not declared any dividend for the year ended March 31, 2010
5.	Equity Shares Listed on Stock Exchanges at	:	The Stock Exchange Mumbai
6.	Stock Code		
	(a) Trading Symbol at The Stock Exchange Mumbai (Physical Segment)	:	531390
	(b) Demat ISIN Numbers in NSDL & CDSL Equity Shares	:	INE 890B01014
7.	The High/Low Price during each month in the last financial year is given hereunder		
	Months	Highest Price (Rs.)	Lowest Price (Rs.)
	April 2009	6.10	5.00
	May 2009	8.47	5.25
	June 2009	14.25	8.89
	July 2009	11.01	7.30
	August 2009	9.00	6.99
	September 2009	11.40	7.05
	October 2009	11.25	8.62
	November 2009	13.33	10.90
	December 2009	10.40	7.51
	January 2010	8.86	7.16
	February 2010	10.99	7.50
	March 2010	13.04	8.19

Source: BSE

8.	Registrars and Transfer Agents (Share transfer and communication regarding share certificates, and change of address)	Sharex Dynamic (India) Pvt.Ltd. 17/B, Dena Bank Building, Horniman Circle, Fort Mumbai-400001
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Upsurge Investment & Finance Ltd.

9.	Share Transfer System	Presently, the share transfers in physical form are processed and the share certificates returned with in a period of 15-20 days from the date of receipt, subject to the documents being clear in all respects.
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10	Distribution of share holding as at 31st March 2010					
	Shares of Nominal Value	Share holders		Share holdings		
		Number	%	No. of Shares	Amount in Rs.	%
	Up to 5000	2283	77.84	444737	4447370	4.86
	5001-10000	262	8.93	232727	2327270	2.54
	10001-20000	150	5.11	241319	2413190	2.64
	20001-30000	59	2.01	154793	1547930	1.69
	30001-40000	27	0.92	95491	954910	1.04
	40001-50000	28	0.95	133144	1331440	1.45
	50001-100000	52	1.77	391916	3919160	4.28
	100001 & above	72	2.45	7458273	74582730	81.49
	Total	2933	100.00	9152400	91524000	100.00

11	Shareholding Pattern as on March 31, 2010		
	Categories	No of Shares	% of Holding
	Promoters	3742610	40.892
	Private Corporate Bodies	1562022	17.067
	Residential Individual	3794377	41.458
	NRI/ OCBs	51800	0.566
	Mutual Fund/FII's	900	0.010
	Clearing Members	691	0.008
	Total	9152400	100.00

12. Dematerialization of Shares : 70.75% of the equity shares have been dematerialized up to 31st March 2010

13. Investor Correspondence for transfer/dematerialization of shares or any other query relating to the shares of the company.

For Shares held in physical form : Sharex Dynamic (India) Pvt.Ltd.
17/B Dena Bank Building, Horniman Circle,
Fort, Mumbai -400 001

For Shares held in Demat Form : To the Depository Participant



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14. Any query on Annual Report : Upsurge Investment & Finance Ltd.
Office No. 303, Morya Landmark I,
Behind Crystal Plaza, Off New link Road,
Andheri (West), Mumbai- 400 053

Declaration on compliance of the Company's Code of Conduct

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, all the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct as applicable to them for the year ended 31st March 2010.

For UPSURGE INVESTMENT & FINANCE LTD.

Mumbai, 4th August 2010

D.K.Goyal
Managing Director



Upsurge Investment & Finance Ltd.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Upsurge Investment & Finance Ltd.

We have examined the compliance of conditions of corporate Governance by "Upsurge Investment & Finance Ltd." for the year ended 31st March 2010, as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance Note on certification of Corporate Governance issued by the institute of Chartered Accountants of India, we state that, no investor grievance received during the year ended 31.03.2010 were pending for a period of one Month against the Company as per the records maintained by the Company.

We further state that such Compliance is neither an assurance as to the further viability of the company nor the efficiency or effectiveness with which the management had conducted the affairs of the company.

For **Bansal Bansal & Co.**
Chartered Accountants

Anand Drolia
Partner

Mumbai, 4th August 2010



Upsurge Investment & Finance Ltd.

AUDITORS' REPORT

To,
The Members of
Upsurge Investment & Finance Ltd.

1. We have audited the attached Balance Sheet of **"UPSURGE INVESTMENT & FINANCE LTD."** as at 31st March 2010 and also the Profit & Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, We enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order, to the extent applicable to the company.
4. Further to our comments in the Annexure referred to in paragraph 1 above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
 - c. The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report, are in agreement with the books of Account;
 - d. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956
 - e. On the basis of written representation received from the directors of the company and taken on record by the Board of Directors, none of the directors of the company is prime facie as at 31.03.2010 disqualified from being appointed as director of the company under section 274 (1) (g) of the Companies Act, 1956;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with notes thereon, give the information as required under the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) In the case of Balance Sheet of the state of affairs of the company as at 31st March 2010.
 - ii) In the case of Profit & Loss Account, of the Profit for the year ended on that date.
 - iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Bansal, Bansal & Co.
Chartered Accountants

Anand Drolia
Partner

Mumbai, 4th August 2010



Upsurge Investment & Finance Ltd.

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 1 of our report of even date on the accounts of "UPSURGE INVESTMENT & FINANCE LTD." For the year ended 31st March 2010.

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
(b) The Fixed Assets of the company have been physically verified by the Management during the year in accordance with the regular programme which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were reportedly noticed on such verification.
(c) In our opinion, the company has not disposed off substantial part of fixed assets during the year and the going concern status of the company is not affected.
2. (a) The Stock in trade of shares and securities held in the physical form has been physically verified and those held in the dematerialized form have been verified from the relevant statement received from the depository, during the year, by the Management. In our opinion having regard to the nature of stocks, the frequency of the verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of stock of shares and securities followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
(c) In our opinion, the Company is maintaining proper records of inventory and no material discrepancies were noticed on such physical verification of stock of shares and securities as compared to book records.
3. During the year under reference the company has not granted or taken any loans, secured or unsecured to/from Companies, firms or other parties listed in the register maintained under Section 301 of the companies Act, 1956.
4. In our opinion and according to information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and nature of its business for the purchase of inventory and fixed Assets and for the sale of goods (Shares & Securities) and services.
5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under Section 301 have been so entered.
(b) In our opinion and according to the information and explanations given to us, there are no transactions in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 exceeding the value of five lakhs Rupees in respect of any party during the year.
6. In our opinion and according to the information and explanations given to us the company has not accepted any deposits from the public during the year as stated in the provisions of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 or the rules framed there under.
7. The Company has an internal audit system commensurate with the size of the company and nature of its business.



Upsurge Investment & Finance Ltd.

8. The maintenance of cost records under Section 209 of the Companies Act, 1956 is not applicable to the Company
9. (a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed material statutory dues including Income Tax and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2010, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the company examined by us there are no disputed amounts in respect of various statues which have not been deposited.
10. As per records of the Company, the accumulated losses of the Company are not more than fifty percent of its net worth as on 31st March 2010. The company has not incurred any cash losses during the financial year however; Company has incurred cash losses of Rs.4, 932,594/- in the immediately preceding financial year.
11. The Company has availed of overdraft facilities against the lien of its own fixed deposits with Banks. During the year under reference the company has not defaulted in repayment of its dues in this regard.
12. As explained to us the company during the year has not granted any loans against securities or pledge of shares, debentures or other securities.
13. The Company is not a chit fund or a nidhi/ mutual benefit fund or a society.
14. The company has maintained proper records of the transactions and contracts of its trading or dealing in securities and other investments and timely entries have been made therein. All securities have been held by the company in its own name except to the extent of exemption granted under Section 49 of the Companies Act, 1956.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from bank or financial institutions.
16. The Company has not raised any term loan during the year and hence clause 4(xvi) is not applicable to the Company.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March 2010, we report that the Company has not used funds raised on short-term basis for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, during the year.
19. During the year covered by our audit report the Company has not issued any debenture.
20. The Company has not raised any money by public issues during the year covered by our report.
21. As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For Bansal, Bansal & Co.
Chartered Accountants

Anand Drolia
Partner

Mumbai, 4th August 2010



Upsurge Investment & Finance Ltd.

AUDITORS' REPORT

To,
The Board of Directors
Upsurge Investment & Finance Ltd.

1. As required by the Non-Banking Financial Companies Auditors' Report (Reserve Bank) Directions, 2008 issued by the Reserve Bank of India in terms of Sub-Section (1A) of the Reserve Bank of India Act, 1934, we report that:
 - a. The company is engaged in the business of non-banking financial institution and it has obtained a Certificate of Registration (CoR) from the Bank.
 - b. The company is holding CoR issued by the bank and it is entitled to hold such CoR in terms of its asset/income pattern as on March 31, 2010.
 - c. The Board of Directors has passed a resolution for non-acceptance of any public deposits.
 - d. The company has not accepted any public deposits during the current Financial Year.
 - e. The company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it in terms of Non-Banking Financial (Non-Deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

For Bansal, Bansal & Co.
Chartered Accountants

Anand Drolia
Partner

Mumbai, 4th August, 2010



Upsurge Investment & Finance Ltd.

Balance Sheet as at 31st March 2010

Particulars	Sch	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
I Sources of Funds			
Shareholders funds:			
(a) Capital	A	91,524,000	91,524,000
(b) Reserves & Surplus	B	<u>55,172,926</u>	<u>54,366,925</u>
TOTAL		<u>146,696,926</u>	<u>145,890,925</u>
II Application of funds			
(I) Fixed assets:			
(a) Gross Block	C	4,130,791	3,820,582
(b) Less: Depreciation		<u>1,573,494</u>	<u>1,221,911</u>
(c) Net Block		2,557,297	2,598,671
(2) Investments	D	14,430,650	14,430,650
(3) Current assets, loans & advances			
(a) Inventories	E	52,857,195	38,480,327
(b) Sundry debtors	F	2,012,225	309,501
(c) Cash & Bank Balances	G	44,986,403	37,542,889
(d) Loans & Advances	H	<u>41,091,162</u>	<u>56,536,424</u>
		140,946,985	132,869,141
Less:			
Current liabilities & provisions			
(a) Current Liabilities	I	11,085,006	3,854,537
(b) Provisions		<u>153,000</u>	<u>153,000</u>
		11, 238,006	4,007,537
Net Current Assets		129,708,979	128,861,604
TOTAL		<u>146,696,926</u>	<u>145,890,925</u>
Significant Accounting Policies & Notes on Accounts	P		
As per our report of even date For Bansal, Bansal & Co. Chartered Accountants		For and on behalf of the Board of Directors	
ANAND DROLIA Partner M.No. 036718 Firm Reg No. 100986W	D.K.GOYAL Managing Director	B.K.GOYAL Director	
Mumbai, 4 th August 2010		PIYUSH PARMAR Company Secretary	



Upsurge Investment & Finance Ltd.

Profit & Loss account for the year ended 31st March 2010

Particulars	Sch	Year ended 31.03.2010 Rs.	Year ended 31.03.2009 Rs.
INCOME			
Sales & Operational Income	J	191,737,293	32,406,713
Increase in Stock	K	14,376,868	10,207,505
Other Income	L	12,900	-
TOTAL		206,127,061	42,614,218
EXPENDITURE			
Purchase & Other Expenses	M	199,349,541	43,986,744
Employees Emoluments	N	1,668,707	1,388,555
Administrative and other Expenses	O	3,951,229	2,171,513
Depreciation	C	351,583	342,004
TOTAL		205,321,060	47,888,816
Profit / (loss) before Tax		806,001	(5,274,598)
Provision for taxation		-	-
Provision for FBT		-	54,000
Profit / (loss) after Tax		806,001	(5,328,598)
Balance brought forward from previous year		(6,166,207)	(837,609)
Transfer to Statutory Reserve		161,200	-
Balance carried to balance sheet		(5,521,406)	(6,166,207)
Earning per equity share of Rs. 10/- each (in Rs.)		0.09	(0.58)
Significant Accounting Policies & Notes on Accounts	P		
As per our report of even date			
For Bansal, Bansal & Co.			
Chartered Accountants			
ANAND DROLIA		D.K.Goyal	B.K.Goyal
Partner		Managing Director	Director
M.No. 036718			
Firm Reg. No. 100986W			
Mumbai, 4 th August 2010		PIYUSH PARMAR	
		Company Secretary	



Upsurge Investment & Finance Ltd.

Schedules forming part of the Balance Sheet as at 31st March, 2010

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.						
Schedule: 'A' Capital								
Authorised:								
92,50,000 Equity shares of Rs. 10/- each	<u>92,500,000</u>	<u>92,500,000</u>						
Issued, Subscribed & Paid up :								
91,52,400 (Previous year 91,52,400) Equity Shares of Rs. 10/- each	91,524,000	91,524,000						
Fully paid Up	<u>91,524,000</u>	<u>91,524,000</u>						
Schedule: 'B' Reserves & Surplus								
General Reserve	365,132	365,132						
Share Premium	60,000,000	60,000,000						
Statutory Reserve								
Opening balance	168,000	168,000						
Add: Transfer from Profit & Loss Account	<u>161,200</u>	-						
	329,200	168,000						
Profit & Loss Account								
Balance Carried forward	<u>(5,521,406)</u>	<u>(6,166,207)</u>						
	55,172,926	54,366,925						
Schedule: 'C' Fixed Assets								
Assets	Gross Block			Depreciation			Net Block	
	As at 01.04. 09	Addition during the year	As at 31.03.10	Upto 01.04. 09	For the Year	As at 31.03.10	As at 31.03.10	As at 31.03.09
Land	567,040	-	567,040	-	-	-	567,040	567,040
Furniture & Fixtures	613,100	234,309	847,409	512,508	46,108	558,616	288,793	100,592
Office Equipment	119,121	75,900	195,021	57,878	7,780	65,658	129,363	61,243
Computers	975,569	-	975,569	335,705	158,140	493,845	481,724	639,864
Air Conditioner	153,500	-	153,500	87,487	7,291	94,778	58,722	66,013
Motor Car / Scooter	1,392,252	-	1,392,252	228,333	132,264	360,597	1,031,655	1,163,919
Total	3,820,582	310,209	4,130,791	1,221,911	351,583	1,573,494	2,557,297	2,598,671
Previous Year	3,805,432	15,150	3,820,582	879,907	342,004	1,221,911	2,598,671	2,925,525



Upsurge Investment & Finance Ltd.

	As at 31.03.2010		As at 31.03.2009	
	Cost Unquoted Rs.	Cost Quoted Rs.	Cost Unquoted Rs.	Cost Quoted Rs.
Schedule : 'D' Investments				
Long term Investments				
Non Trade- Equity Shares				
Yash Management & Satellite Ltd. (11,50, 000 Shares (Previous year 11,50,000 Shares))	-	13,923,650	-	13,923,650
The Bharat Co-operative Bank (Mumbai) Ltd. (50,000 Shares (Previous year 50,000 Shares))	500,000	-	500,000	-
Non Trade-Debentures				
Indian Hotels Company Ltd. (70 Non Convertible Debenture (Previous Year 70))	-	7,000	-	7,000
	<u>500,000</u>	<u>13,930,650</u>	<u>500,000</u>	<u>13,930,650</u>
Notes:	As at 31.03.2010	Market	As at 31.03.2009	Market
	Cost	value	Cost	value
	(Rs.)	(Rs.)	(Rs.)	(Rs.)
1. Aggregate of Investments				
(i) Quoted Investments	13,930,650	9,517,679	13,930,650	6,488,762
(ii) Unquoted Investments	<u>500,000</u>	-	<u>500,000</u>	-
	<u>14,430,650</u>		<u>14,430,650</u>	
			As at	As at
			31.03.2010	31.03.2009
			Rs.	Rs.
Schedule : 'E' Inventories				
Closing Stock of Shares (Valued at cost or market value whichever is lower)			<u>52,857,195</u>	<u>38,480,327</u>
Schedule : 'F' Sundry Debtors (Unsecured Considered good)				
Exceeding six months			-	-
Other debts (less than six months)			<u>2,012,225</u>	<u>309,501</u>
			<u>2,012,225</u>	<u>309,501</u>
Schedule : 'G' Cash & Bank Balances				
a) Cash in Hand			419,968	339,019
b) Cash in Bank				
i) With scheduled banks in current account			2,603,016	52,921
ii) With scheduled banks in overdraft account			1,318,100	39,397
iii) With scheduled banks in deposit account			40,645,319	37,111,552
(FDR Receipts is lodged with respective banks as security for overdraft facility)			<u>44,986,403</u>	<u>37,542,889</u>



Upsurge Investment & Finance Ltd.

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
Schedule: 'H' Loans & Advances		
I. Unsecured (Considered good)		
a) Loans and advances (recoverable in cash or in kind or for value to be received)	37,692,156	50,809,156
b) Income tax payment less provisions	1,399,006	2,327,268
c) Deposits		
Other Deposits	1,000,000	1,000,000
2. Unsecured (Considered doubtful)		
Loans & Advances	1,000,000	2,400,000
	41,091,162	56,536,424
Schedule: 'T' Current Liabilities & Provisions		
Liabilities		
Sundry Creditors		
Due to Micro and small enterprises	-	-
Other than due to micro and small enterprises	78,972	108,454
Other Liabilities	11,006,034	3,746,083
	11,085,006	3,854,537
Provisions		
For Income Tax & FBT	153,000	153,000
	153,000	153,000

Schedules forming part of profit & loss account for the year ended 31st March 2010

	Year ended 31.03.2010 Rs.	Year ended 31.03.2009 Rs.
Schedule: 'J' Sales & Operating Income		
Sale of Shares & Securities	184,320,961	24,730,021
Interest income (net) (TDS Rs. 3,61,600/- Previous year Rs. 7,62,851/-)	6,710,049	7,186,338
Dividend Income (from non trade investment)	514,570	356,801
Profit from trading activities	191,713	77,077
Profit from Stock futures	-	56,476
	191,737,293	32,406,713
Schedule: 'K' Increase / (decrease) in stock		
Closing Stock	52,857,195	38,480,327
Less: Opening Stock	38,480,327	28,272,822
	14,376,868	10,207,505



Upsurge Investment & Finance Ltd.

	Year ended 31.03.2010 Rs.	Year ended 31.03.2009 Rs.
Schedule: 'L' Other Income		
Brokerage received	4,422	-
Short term Profit on Mutual Fund	8,478	-
	<u>12,900</u>	<u>-</u>
Schedule: 'M' Purchase & Other expenses		
Purchase of Shares & Securities	198,260,624	43,867,972
Demat charges	17,144	5,593
Transaction and service charges	122,116	27,866
Securities Transaction Tax	866,908	85,313
Loss from Stock futures	82,749	-
	<u>199,349,541</u>	<u>43,986,744</u>
Schedule: 'N' Employee Emoluments		
Salary, Wages, Bonus etc.	1,521,099	1,218,134
Staff Welfare	147,608	170,421
	<u>1,668,707</u>	<u>1,388,555</u>
Schedule: 'O' Administrative & other expenses		
Electricity Charges	89,935	98,465
Rent	217,000	240,000
Repairs & Maintenance-Building	-	-
-Others	<u>29,990</u>	51,770
Legal & Professional charges	223,097	323,960
Auditors' Remuneration	82,725	82,725
Traveling & Conveyance	335,389	356,703
Listing fees & Charges	134,670	45,000
Bad Debts	1,606,778	106,005
Miscellaneous & Other Expenses	1,231,645	866,885
	<u>3,951,229</u>	<u>2,171,513</u>

SCHEDULE: 'P' SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A. Significant Accounting Policies:

1. Basis of Preparation of Financial Statements:

The financial statements are prepared and presented under the historical cost convention on accrual basis of accounting and comply with the provisions of the Companies Act, 1956.

The preparation of financial statements is in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amount of asset and liabilities as at the Balance Sheet date, reported amounts of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and circumstances as of the date of financial statements.



Upsurge Investment & Finance Ltd.

2. Accounting of Income/Expenditure:

- i) All income and expenditure items having a material bearing on the financial statements are recognized on accrual basis except as stated otherwise.
- ii) Dividend income is accounted for on receipt basis
- iii) Gratuity and retirement benefits for employees are accounted for on payment basis.

3. Fixed Assets & Depreciation:

Fixed Assets have been stated at historical cost inclusive of incidental expenses, less accumulated depreciation.

Depreciation has been provided on Straight line Method on prorate-basis at the rates and in the manner prescribed in schedule XIV to the Companies Act, 1956.

4. Investments:

Investments are stated at cost. No Provision has been made for diminution in the value of Investments as all the investments are long term and in the board's opinion, the decline is temporary.

5. Stock in Trade:

Stock in trade is valued scrip wise, at cost or market value whichever is lower in case of listed shares. Whereas in case of unquoted shares, valuation is at cost. Cost is calculated on the basis of first-in-first-out method.

6. Taxes on Income:

Current tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets. On timing differences, being the difference between taxable incomes and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

7. Loans and Advances

Loans and advances granted by the company are repayable on demand. Hence the same are not classified between different categories.

B Notes on Accounts

1. For the purpose of calculating market value of closing stock of shares where quotations are not available on the last day of the year, the latest available quotations are taken as the market value. And in case of delisted shares the same are valued at Nil. Stock in trade has been verified, valued and certified by the management.
2. Interest receivable/payable on excess/short payment of income tax as well as other taxes/duties is accounted for on completion of assessment. Similarly any income/expenditure resulting from any judicial pronouncement is accounted for at the time of such pronouncement.
3. Purchases/sale of shares and securities are accounted for inclusive of brokerage but exclusive of turnover charges, service tax and stamp duty which have been debited to other charges on securities.
4. As on 31st March 2010, the Company does not have any employees to whom gratuity or any retirement benefits are payable.



Upsurge Investment & Finance Ltd.

5. Basic and Diluted Earning Per Share:

		31 st March 2010	31 st March 2009
a)	Profit /(loss) after tax as per P & L (Rs)	806,001	(5,328,598)
b)	Weighted average number of Equity Shares (Nos.)	9152400	9152400
c)	Earning Per Share (Rs.)	0.09	(0.58)

6. Segment Reporting:

The company is mainly engaged in the business of investment & finance. All the activities of the company revolve around the main business, and as such, in the opinion of the management, there are no separate reportable segments.

7. Deferred Taxation:

The company has carried forward Losses under taxes Laws. In absence of virtual certainty of sufficient future taxable income, net deferred tax assets has not been recognized by way of prudence in accordance with Accounting Standard (AS22) "Accounting for taxes on Income" issued by the Institute of Chartered Accountants of India.

8. Related party Disclosure:

List of related parties with whom transactions have taken place:

(i) Particulars of Associates Companies

Name of Related Party

Yash Securities Pvt. Ltd.	For five months
Sankalp Properties Pvt. Ltd	For seven months

(ii) Key Management Personnel

Name of Related Party

Shri D.K. Goyal (Director)	For Full Year
----------------------------	---------------

(iii) Transactions during the year with related parties.

(Rs. In Lakhs)

Nature of Transaction	31 st March 2010		31 st March 2009	
	Associate Companies	Key Management Personnel	Associates Companies	Key Management Personnel
Expenditure				
Rent paid	2.17	-	2.40	-
Salary	-	4.20	-	4.20

9. The policy of provisioning against Non-Performing Loans and Advances has been decided by the management considering prudential norms issued by the Reserve Bank of India for Non Banking Financial Companies except that the amount recovered subsequent to the Balance Sheet date have not been considered for provisioning.

10. There are no amounts due to small-scale industries in terms of "The Micro, Small & Medium Enterprises Development Act, 2006."



Upsurge Investment & Finance Ltd.

11. Interest income is shown net of interest paid to bank Rs. 632,767/- (Previous Year Rs. 650,818/-).
12. Balances of some of the sundry debtors, loans & advances and sundry creditors are subject to confirmation and resultant reconciliation if any.
13. No provision for Loans and advances considered doubtful amounting to Rs.10,00,000/- (Previous Year Rs.24, 00,000/-) has been made in the books of accounts.
14. In the opinion of the management the Current Assets, Loans & Advances have not less than the value stated in the Balance Sheet if realized in the ordinary course of business unless otherwise stated.
15. Directors Remuneration of Rs. 420,000/- P.A. (Previous Year Rs.420,000/- P.A.) paid to Managing director include.

Particulars	31 st March 2010 (Rs)	31 st March 2009 (Rs)
Basic Remuneration	232,200	232,200
Allowances	187,800	187,800
Perquisites	-	-
Seating Fess	-	-
Commission	-	-
Total	420,000	420,000

16. Payment to Auditors includes:

		31 st March 2010 (Rs.)	31 st March 2009 (Rs.)
i)	For Audit Fees	50,000	50,000
ii)	For Tax Audit	25,000	25,000
Iii)	Service Tax	7,725	7,725
	Total	82,725	82,725

17. Additional information pursuant to part II of schedule VI to the Companies Act, 1956 :-
Details of Trading Activity in shares:-

		No. of Shares		Value	
		31-03-2010 (Qty)	31-03-2009 (Qty)	31-03-2010 (Rs.)	31-03-2009 (Rs.)
a)	Opening Stock	24,95,386	16,05,749	38,480,327	2,82,72,822
b)	Purchases	45,86,061	17,86,525	198,260,624	43,867,972
c)	Sales	50,92,277	8,96,888	184,320,961	24,730,021
d)	Closing Stock	19,89,170	24,95,386	52,857,198	38,480,327

18. Previous Year Figures have been regrouped / rearranged / rectified / reclassified / wherever necessary.



Upsurge Investment & Finance Ltd.

19. Balance sheet abstract and company's general business profile as per schedule VI, part (IV) of the Companies Act, 1956.

I. REGISTRATION DETAILS

Registration No. State Code
Balance Sheet Date
Date Month Year

II CAPITAL RAISED DURING THE YEAR (Amount in Rs. Thousand)

Public Issue Right Issue
Bonus Issue Private Placement

III POSITION OF MOBILISATION DEPLOYMENT OF FUNDS (Rs. In Thousands)

Total Liabilities Total Assets
Sources of Funds
Paid up Capital Reserves & Surplus
Secured Loan Unsecured Loan

APPLICATION OF FUNDS

Net Fixed Assets Investments
Net Current Assets Misc Expenditure

IV PERFORMANCE OF THE COMPANY (Rs. In Thousands)

Total Income Total Expenditure
Net Profit / (Loss) before tax Net Profit / (Loss) after tax
Earning per share (Rs) Dividend Rate (%)

V GENERIC NAMES OF PRINCIPAL PRODUCTS/ SERVICES OF COMPANY

(as per Monetary Terms)

Item Code No.

Product Description

Signature to Schedule A to P

As per our report of even date

For Bansal Bansal & Co.
Chartered Accountants

Anand Drolia
Partner
M.No. 036718
Firm Reg No. 100986W

Mumbai, 4th August 2010

For and on behalf of the Board of Directors

D.K.Goyal B.K.Goyal
Managing Director Director

Piyush Parmar
Company Secretary



Upsurge Investment & Finance Ltd.

Schedule appended to the Balance Sheet of Non Banking Financial Company (as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998)
(Rs. In Lacs)

Liability Side		Current Year		Previous Year	
S. No.	Particulars	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
(1)	Loans and Advances availed by the NBFC's inclusive of interest accrued thereon but not paid				
	(a) Debenture: Secured	-	-	-	-
	Unsecured (other than falling within the meaning of public deposit)	-	-	-	-
	(b) Deferred Credit	-	-	-	-
	(c) Term Loans				
	(d) Inter-Corporate Loans and Borrowing				
	(e) Commercial Paper	-	-	-	-
	(f) Public Deposit	-	-	-	-
	(g) Other Loans	-	-	-	-
(2)	Break-up of (1) (f) above (outstanding public deposits inclusive of interest accrued thereon but not paid)				
	(a) in the form of Unsecured Debentures	-	-	-	-
	(b) In the Form of partly secured debentures	-	-	-	-
	(c) Other public deposits	-	-	-	-

Assets Side		Current Year	Previous Year
S. No.	Particulars	Amount Outstanding	Amount Outstanding
(3)	Break up of Loans and advances including bills receivable (other than those included in (4) below)	-	-
	(a) secured	410.91	565.36
	(b) unsecured		
(4)	Break up of Leased Assets and Stocks on hire and Hypothecation loans counting towards EL/HP activities		
	I Lease Assets including lease rentals under sundry debtors		
	(a) Financial Lease	-	-
	(b) Operative Lease	-	-
	II Stock on hire including hire charges under sundry debtors		
	(a) Assets on hire	-	-
	(b) Repossessed Assets	-	-
	III Hypothecation Loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed	-	-
	(b) Loans other than (a) above	-	-



Upsurge Investment & Finance Ltd.

(5)	Break up of Investments: (Net of Provision for diminution)		
	Current Investments		
	1. Quoted		
	i. Shares (a) Equity	-	-
	(b) Preference	-	-
	ii. Debentures and Bonds	-	-
	iii. Units of Mutual Funds	-	-
	iv. Government Securities	-	-
	V. Others	-	-
	2. Unquoted		
	i. Shares (a) Equity	-	-
	(b) Preference	-	-
	ii. Debentures and Bonds	-	-
	iii. Units of Mutual Funds	-	-
	iv. Government Securities	-	-
	V. Others	-	-
	Long Term Investments		
	1. Quoted		
	i. Shares (a) Equity	139.24	139.24
	(b) Preference	-	-
	ii. Debentures and Bonds	-	-
	iii. Units of Mutual Funds	0.07	0.07
	iv. Government Securities	-	-
	V. Others	-	-
	2. Unquoted		
	i. Shares (a) Equity	5.00	5.00
	(b) Preference	-	-
	ii. Debentures and Bonds	-	-
	iii. Units of Mutual Funds	-	-
	iv. Government Securities	-	-
	Total	144.31	144.31

(6) Borrower group-wise classification of all leased assets, stock-on hire and loans and advances (including other current assets (Amount net of Provision))

Category	Current Year			Previous Year		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1) Related Parties						
a) Subsidiaries	-	-	-	-	-	-
b) Companies in the same group	-	-	-	-	-	-
c) Other related parties	-	-	-	-	-	-
2) Other than related parties	-	410.91	410.91	-	565.36	565.36
Total	-	410.91	410.91	-	565.36	565.36



Upsurge Investment & Finance Ltd.

- (7) Investor group-wise classification of all Investments (current and long term) in shares and securities (both quoted and unquoted)

Category	Current Year		Previous Year	
	Market Value/ Break-up or Fair Value or NAV	Book Value (Net of Provision)	Market Value/ Break-up or Fair Value or NAV	Book Value (Net of Provision)
1) Related Parties				
a) Subsidiaries	-	-	-	-
b) Companies in the same group	-	-	-	-
c) other related parties	-	-	-	-
2) Other than related parties	100.18	144.31	69.89	144.31
Total	100.18	144.31	69.89	144.31

- (8) Other Information

	Current Year	Previous Year
I) Gross Non- Performing Assets		
a) Related Parties	-	-
b) Other than Related parties	10.00	24.00
II) Net Non- Performing Assets		
a) Related Parties	-	-
b) Other than Related parties	10.00	24.00
III) Assets acquired in satisfaction of debt	-	-

For and on Behalf of the Board of Director

D.K. Goyal
Managing Director

B.K. Goyal
Director

Piyush Parmar
Company Secretary

Mumbai, 4th August, 2010



Upsurge Investment & Finance Ltd.

Cash Flow Statement for the year ended 31st March, 2010

(Amount in Rs)

A	CASH FLOW FROM OPERATING ACTIVITIES	Year ended 31 st March, 10	Year ended 31 st March, 09
	Net profit before tax and extraordinary items	806,001	(5,274,598)
	Adjustment for Depreciation	351,583	342,004
	Operating Cash Profit before working capital changes	1,157,584	(4,932,594)
	Adjustments		
	1. Trade & other receivable	13,742,539	16,067,192
	2. Inventories	(14,376,868)	(10,207,505)
	3 Trade Payable	7,230,469	3,024,845
	Cash Generated from operation	7,753,724	3,951,938
	Provision for Taxation	-	(54,000)
	Cash flow before extraordinary items	7,753,724	3,897,938
	Net cash From operating activities	(A) 7,753,724	3,897,938
B	<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
	Purchase of Fixed assets	(310,209)	(15,150)
	Purchase of Investments	-	(5,077,530)
	Net cash used in Investing Activities	(B) (310,209)	(5,092,680)
C	<u>CASH FLOW FROM FINANCING ACTIVITIES:</u>		
	Proceeds from Share capital	-	-
	Proceeds towards Share premium	-	-
	Net Cash from Financing Activities	(C) -	-
	Net Increase in cash and cash equivalents (A+B+C)	7,443,515	(1,194,742)
	Cash and cash equivalents as at (Opening Balance)	37,542,888	38,737,630
	Cash and cash equivalents as at (Closing Balance)	44,986,403	37,542,888
	Changes in Cash and Cash Equivalents	7,443,515	(1,194,742)

Note:

1. Components of cash and cash equivalents include cash & bank balance as in current & deposit Accounts.
2. Interest has been considered part of operating activities of the Company.

For and on behalf of the Board of Directors

D.K.Goyal
Managing Director

Mumbai, 4th August 2010

AUDITORS CERTIFICATE

We have examined the attached statement of Upsurge Investment & Finance Ltd. for the year ended 31st March, 2010. The statement has been prepared by the Company in accordance with the requirements of Listing Agreement clause 32 with the stock exchange and is based on an agreement with Profit & Loss Account and Balance Sheet of the Company covered by our report of 4th August, 2010, to the members of the Company.

As per our report of even date

For Bansal Bansal & Co.
Chartered Accountants

Anand Drolia
Partner
M No. 036718
Firm Reg No. 100986W

Mumbai, 4th August 2010